

# L01000012258

**Florida Department of State**

Division of Corporations

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**LIMITED LIABILITY COMPANY****SORRENTO CHOCOLATES L.L.C.**

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**ARTICLE OF ORGANIZATION  
OF  
SORRENTO CHOCOLATES L.L.C.**

The undersigned hereby subscribes to these Articles of Organization for a Limited Liability Company under the Laws of the State of Florida.

**ARTICLE I**

The name of this limited liability company is:

**SORRENTO CHOCOLATES L.L.C.**

**ARTICLE II**

The mailing address of the principal office of this limited liability company shall be 7700 SW 175<sup>th</sup> Street Miami, Fl 33157 and such other place or places as the members from time to time may determine.

The name and address of the initial registered agent is:

Eric Sergio Olivos

7700 SW 175<sup>th</sup> Street  
Miami, Fl 33157

**ARTICLE III**

The period of duration for the limited liability Company shall be perpetual unless sooner dissolved in accordance with the laws of the State of Florida. The date of existence shall begin upon the filing of these Articles of Organization and upon acceptance by the Secretary of State. This limited liability company may engage in any activity or business permitted under the laws of the United States and the laws of the State of Florida. Without limiting any of the purposes, powers and objects of this limited liability company it is expressly declared and provided that this limited liability company shall have power in carrying on its own business, or for the purpose of accomplishment of any of the purposes or attainment of its objects, to make and perform contracts of any kind and description and to do any and all other acts, to exercise any and all powers either as principal, agent or broker, conferred by the laws of Florida upon limited liability companies, and which a partnership or natural person could do and exercise, and which now or hereafter may be authorized by law.

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**ARTICLE IV**

The Limited Liability Company shall be managed by the members with voting power prorated to their interest. The right and duties of the members shall be set forth in the regulations of this limited liability company, which are incorporated herein by reference.

The names and addresses of the initial members of this limited liability company are:

Santiago Manuel Ventura Marquez  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

Jose Antonio Ventura Solis  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

Maria Amelia Solis De Ventura  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

Eric Sergio Olivos  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

The name and address of the managing member is:

Santiago Manuel Ventura Marquez  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

Jose Antonio Ventura Solis  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

Maria Amelia Solis De Ventura  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

Eric Sergio Olivos  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

**ARTICLE V**

In the event of withdrawal, retirement, bankruptcy or dissolution of a member, or the occurrence of any other event which terminates the continued membership of a member, this limited liability company shall remain in existence and continue in business pursuant to the applicable provisions of the regulations.

**ARTICLE VI**

The members of the limited liability Company shall adopt regulations containing all provisions for the regulation and management of this company, which shall be consistent with the law or these articles.

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**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA  
STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS  
THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.


The name of the limited liability company is:

SORRENTO CHOCOLATES L.L.C.

The name and address of the registered agent and office is:

Eric Sergio Olivos  
7700 SW 175<sup>th</sup> Street  
Miami, FL 33157

Having been named as registered agent and to accept service of process for the above  
stated limited liability company at the place designated in this certificate, I hereby accept  
the appointment as registered agent and agree to act in this capacity. I further agree to  
comply with the provisions of all statutes relating to the proper and complete performance  
of my duties, and I am familiar with and accept the obligations of my position as  
registered agent.

  
Signature of Registered Agent

7/24/2001  
Date

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